

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)
(Jointly Administered)

Hearing Date: Sept. 30, 2024, at 11 a.m. (ET)

Objection Deadline: Sept. 26, 2024, at 4 p.m. (ET)

Re: D.I. 137

**NOTICE OF SUCCESSFUL AND BACKUP BIDDER WITH RESPECT
TO THE AUCTION OF CERTAIN OF THE DEBTORS' LEASE ASSETS
AND ASSUMPTION AND ASSIGNMENT OF CERTAIN UNEXPIRED LEASES**

On September 10, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Interim Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief* [D.I. 137] (the “**Lease Sale Procedures Order**”),² by which the Court approved procedures setting forth the process by which the Debtors are authorized to conduct an auction (the “**Lease Auction**”) for the sale or transfer (the “**Lease Sales**”) of certain unexpired leases (collectively, the “**Lease Assets**”), including with any ancillary agreement(s) thereto or through the sale of designation rights related thereto.

PLEASE TAKE FURTHER NOTICE that, on September 18, 2024, pursuant to the Lease Sale Procedures Order, the Debtors conducted the virtual Lease Auction with respect to certain of the Lease Assets.

PLEASE TAKE FURTHER NOTICE that, at the conclusion of the Lease Auction, the Debtors, in consultation with their professionals, selected the following Successful Bidder and

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Lease Sale Procedures Order or the *Motion of Debtors for Entry of Interim and Final Orders (I) Establishing Procedures To Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (iii) Granting Related Relief* [D.I. 13], as applicable.

Backup Bidder with respect to each of the Lease Assets listed on **Exhibit A** attached hereto. The Debtors are working to finalize documentation for each Successful Bid.

PLEASE TAKE FURTHER NOTICE that the hearing to consider approval of the sale, assumption and assignment, termination, or other disposition of the Lease Assets to the Successful Bidders at the Lease Auction, free and clear of all liens, claims, interests, and encumbrances in accordance with Bankruptcy Code sections 363(f) and 365, will be held before the Honorable J. Kate Stickles, at the Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 **on September 30, 2024 at 11:00 a.m. (prevailing Eastern Time)** (the “Lease Sale Hearing”).

PLEASE TAKE FURTHER NOTICE, that at the Lease Sale Hearing, the Debtors will seek the Court’s approval of each Successful Bid pursuant to an order (the “Lease Sale Order”). Unless the Court orders otherwise or as agreed to by the applicable parties, there will be no further bidding at the Lease Sale Hearing. In the event that the Successful Bidder cannot or refuses to consummate the Lease Sale following entry of a Lease Sale Order because of the breach or failure on the part of the Successful Bidder, the Debtors shall promptly file a supplemental notice on or before the Lease Sale Closing Deadline, seeking to approve the sale to the Backup Bidder, if applicable, on expedited notice and a hearing.

PLEASE TAKE FURTHER NOTICE that the Debtors believe that the party to which each applicable unexpired lease, as applicable, will be assigned has the financial wherewithal to meet all future obligations under such unexpired lease and the Debtors will, within three business days or sooner provide evidence thereof to such applicable lease counterparty (and their counsel, if known) thereby demonstrating that the assignee of the lease has the ability to comply with the requirements of adequate assurance of future performance.

PLEASE TAKE FURTHER NOTICE that parties objecting to the Lease Sales, including on account of Cure Costs must file a written objection (each, a “Lease Sale Objection”) so that such objection is filed with the Court by **September 26, 2024, at 5:00 p.m., (prevailing Eastern Time)** and serve such Adequate Assurance Objection on: (a) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn.: Brian M. Resnick, Esq., Adam L. Shpeen, Esq., Stephen D. Piraino, Esq., and Ethan Stern, Esq. (notice.biglots@davispolk.com); and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801, Attn: Robert J. Dehney, Sr., Esq., Andrew R. Remming, Esq., Daniel B. Butz, Esq., Tamara K. Mann, Esq., and Casey B. Sawyer, Esq. (biglots.mnat@morrisnichols.com), proposed co-counsel to the Debtors; (b) the Office of the United States Trustee for the District of Delaware, Attn: Linda Casey (linda.casey@usdoj.gov); and (c) counsel to any official committee appointed in these Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE that parties objecting to the Successful Bidder’s proposed form of adequate assurance of future performance must file a written objection (each, a “Adequate Assurance Objection”) so that such objection is filed with the Court by **September 26, 2024, at 5:00 p.m., (prevailing Eastern Time)** and serve such Adequate Assurance Objection on: (a) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn.: Brian

M. Resnick, Esq., Adam L. Shpeen, Esq., Stephen D. Piraino, Esq., and Ethan Stern, Esq. (notice.biglots@davispolk.com); and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801, Attn: Robert J. Dehney, Sr., Esq., Andrew R. Remming, Esq., Daniel B. Butz, Esq., Tamara K. Mann, Esq., and Casey B. Sawyer, Esq. (biglots.mnat@morrisonichols.com), proposed co-counsel to the Debtors; (b) the Office of the United States Trustee for the District of Delaware, Attn: Linda Casey (linda.casey@usdoj.gov); and (c) counsel to any official committee appointed in these Chapter 11 Cases.

PLEASE TAKE FURTHER NOTICE that, if a Lease Sale Objection or Adequate Assurance Objection is timely filed and not withdrawn or resolved, such objection will be heard at the Lease Sale Hearing or such other date and time as agreed to by the Debtors and the objecting party or ordered by the Court.

PLEASE TAKE FURTHER NOTICE that this Post-Auction Notice is subject to the terms and conditions of the Lease Sale Procedures Motion and the Lease Sale Procedures Order, with such Lease Sale Procedures Order controlling in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. Copies of the Lease Sale Procedures Motion, the Lease Sale Procedures Order, this Notice, and any other related documents are available: (a) by visiting the website maintained in these Chapter 11 Cases at <https://www.cases.ra.kroll.com/BigLots>; or (b) for a fee via PACER by visiting <http://www.pacer.uscourts.gov>.

Dated: September 19, 2024

/s/ Casey B. Sawyer

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

Robert J. Dehney, Sr. (No. 3578)

Andrew R. Remming (No. 5120)

Daniel B. Butz (No. 4227)

Tamara K. Mann (No. 5643)

Casey B. Sawyer (No. 7260)

1201 N. Market Street, 16th Floor

Wilmington, DE 19801

Tel: (302) 658-9200

rdehney@morrisnichols.com

aremming@morrisnichols.com

dbutz@morrisnichols.com

tman@morrisnichols.com

csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)

Adam L. Shpeen (admitted *pro hac vice*)

Stephen D. Piraino (admitted *pro hac vice*)

Ethan Stern (admitted *pro hac vice*)

450 Lexington Avenue

New York, NY 10017

Tel.: (212) 450-4000

brian.resnick@davispolk.com

adam.shpeen@davispolk.com

stephen.piraino@davispolk.com

ethan.stern@davispolk.com

Proposed Counsel to the Debtors and Debtors in Possession